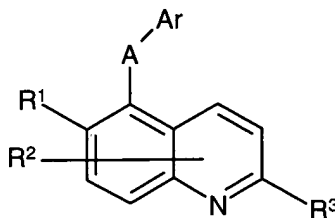


1 (Amended). A compound selected from the group of compounds represented by Formula I:



wherein:

A is a $-\text{CH}_2-$, $\text{CH}(\text{OH})$, $-\text{C}(\text{O})-$, $-\text{C}=\text{NOR}^4-$, $-\text{NR}^5-$, $-\text{O}-$, $-\text{S}-$, $-\text{S}(\text{O})-$, or $-\text{S}(\text{O})_2-$, where R^4 is hydrogen or alkyl and R^5 is hydrogen, alkyl, or acyl;

Ar is an optionally-substituted phenyl;

R^1 is cycloalkyl, haloalkyloxy, hydroxyalkyloxy, alkoxyalkyloxy, hydroxy, halo, cyano, or $-\text{OSO}_2\text{R}^{11}$, where R^{11} is selected from alkyl, cycloalkyl, and haloalkyl;

R^2 is hydrogen, alkyl, alkenyl, alkoxy, hydroxy, halo, haloalkyl, heteroalkyl, alkylsulfanyl, alkylsulfinyl, alkylsulfonyl, nitro, cyano, or $-\text{NR}^9\text{R}^{10}$ where R^9 and R^{10} are each independently selected from hydrogen, alkyl, and acyl; and R^2 represents substitution at any one of carbons C3, C4, C7 or C8;

R^3 is $-\text{SR}^{12}$, SOR^{12} , SO_2R^{12} , or $\text{SO}_2\text{NR}^{13}\text{R}^{14}$ wherein,

R^{12} is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

R^{13} is hydrogen or alkyl, and

R^{14} is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, hydroxyalkyl, alkoxyalkyl, alkoxycarbonylalkyl, aminoalkyl, aryl, or aralkyl; or R^{13} and R^{14} together with the nitrogen atom to which they are attached form a heterocycloamino group; and prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable salts thereof.

3 (Amended). A compound of Claim 2 wherein

A2
Cont
 R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

A3
9 (Amended). A compound of Claim 8 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

A4
11 (Amended) A compound of Claim 9 wherein Ar is 4-substituted phenyl, 2-substituted phenyl, or disubstituted phenyl.

A5
15 (Amended) A compound of Claim 14 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

A6
17 (Amended) A compound of Claim 15 wherein Ar is 4-substituted phenyl, 2-substituted phenyl, or disubstituted phenyl.

A7
21 (Amended) A compound of Claim 20 wherein

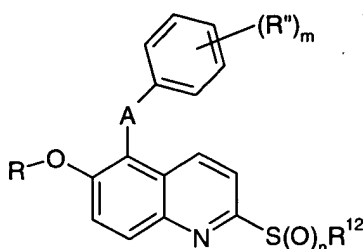
R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

Add new claims 35-36 as follows:

A8
35 (New) A compound having the formula:



wherein:

A is a $-\text{CH}_2-$, $-\text{C}(\text{O})-$, $-\text{O}-$, or $-\text{S}-$;

R is hydrogen, alkyl, haloalkyl, or SO_2R^{11} where R^{11} is selected from alkyl, cycloalkyl, and haloalkyl;

R^{12} is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

R'' is at each occurrence independently selected from halo, cyano, nitro, alkyl, hydroxy, alkoxy, amino, acylamino, alkylamino, dialkylamino, haloalkyl, haloalkoxy, and heteroalkyl;

m is 0, 1, 2, 3, or 4; and

n is 1, 2 or 3; and

prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable salts thereof.

36 (New). A compound according to claim 35, or a pharmaceutically-acceptable salt or prodrug thereof, in which:

A is S;

R is CH_3 ;

R'' is at each occurrence independently selected from halo, cyano, C_{1-4} alkyl, hydroxy, methoxy, ethoxy, trifluoromethyl, or trifluoromethoxy; and

m is 0, 1, or 2.